

WINSTON & STRAWN LLP
David Neier (DN-5391)
Carey D. Schreiber (CS-3896)
200 Park Avenue
New York, New York 10166
(212) 294-6700
Facsimile: (212) 294-4700

Attorneys for Ad Hoc Group of Tranche A & B DIP
Lenders

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
	: Chapter 11
DELPHI CORP., et al.,	: Case No. 05-44481 (RDD)
	: Jointly Administered
Debtors.	:
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**VERIFIED STATEMENT OF WINSTON & STRAWN LLP,
PURSUANT TO FED. R. BANKR. P. 2019(a)**

Winston & Strawn, LLP ("W&S" or "Counsel") hereby submits this verified statement (the "Verified Statement") pursuant to Fed. R. Bankr. P. 2019(a), and respectfully states as follows:

1. W&S is a law firm that maintains offices at, among other locations, 200 Park Avenue, New York, NY 10166.
2. Counsel appears in the above-captioned cases on behalf of the following entities, whom Counsel represents (jointly and not individually) in their capacity as holders of certain Tranche A and Tranche B DIP Loans (collectively, the "A/B Lender Group") under the DIP Credit Agreement:¹

¹ Amended and Restated Revolving Credit Agreement, Term Loan and Guaranty Agreement among Delphi Corporation, as Borrower, and JPMorgan Chase Bank, N.A., as Administrative Agent (the "Administrative Agent"), dated May 9, 2008, (as amended, supplemented and otherwise modified from time to time, the "DIP Credit Agreement").

- Global Fixed Income Unit, California Public Employees' Retirement System, which maintains offices at Lincoln Plaza North, 400 Q Street, Sacramento, CA 95811;
- Marathon Asset Management, which maintains offices at One Bryant Park, 38th Floor, New York, NY 10036
- WCAS Fraser Sullivan Investment Management, LLC, which maintains offices at 400 Madison Avenue, 9th Fl, New York, NY 10017;
- Whippoorwill Associates, Inc., which maintains offices at 11 Martine Avenue, 11th Floor, White Plains, NY 10606; and
- WhiteHorse Capital Partners, L.P., which maintains offices at 200 Crescent Court Suite 1414, Dallas, TX 75201.

3. Counsel was approached on or around November 11, 2008 by certain of the Tranche A and B DIP Lenders to represent the A/B Lender Group.

4. Counsel does not hold any claims against or interests in the above-captioned debtors.

5. The undersigned hereby clarifies: (a) Counsel does not represent any party in connection with these cases other than the A/B Lender Group; and (b) each of the members of the A/B Lender Group, through Counsel, represents only its own interests and not those of any other holder of claims or equity interests in these cases.

6. The members of the A/B Lender Group have not delegated any authority or power to any committee or entity (other than Counsel, to the extent directed by each client) to represent its interests or to speak on its behalf in these cases. In retaining Counsel, the A/B Lender Group sought only (a) to economize legal expenses, (b) to enhance the possibility of a coordinated effort on behalf of similarly situated parties for so long as its members wish to do so, and (c) to minimize duplication of effort and burdens on the Court's docket.

7. No party in interest in the above-captioned bankruptcy cases should construe the term "A/B Lender Group" as acting as an official or unofficial "committee," or in any representative or fiduciary capacity, and no third party should consider the A/B Lender Group as protecting their interests.

8. The undersigned hereby verifies that this Verified Statement is true and accurate to the best of the undersigned's knowledge and belief.

9. Counsel reserves the right to supplement this Verified Statement.

Dated: November 21, 2008
New York, New York

Respectfully submitted,

WINSTON & STRAWN LLP

/s/ David Neier
David Neier (DN-5391)
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